

ICONIX BRAND GROUP, INC.  
Form SC 13G  
March 05, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

SCHEDULE 13G\*

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO § 240.13d-2**

**(Amendment No. )\***

Iconix Brand Group, Inc.  
(Name of Issuer)

Common Stock, \$.001 par value  
(Title of Class of Securities)

451055107  
(CUSIP Number)

February 22, 2018  
(Date of Event Which Requires Filing of the Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAME OF REPORTING PERSONS

1.

Radcliffe Capital Management, L.P.

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER  6.5,944,099
----------------------------------------------------------------------------------------	----------------------------------------

7. SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

8.  
5,961,598

9. AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

5,961,598

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10. (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

11.

9.5%

12. TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

IA, PN

NAME OF REPORTING PERSONS

1.

RGC Management Company, LLC

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware

SOLE VOTING POWER

5.0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
	6.5,944,099

7. SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

8.  
5,961,598

9. AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

5,961,598

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10. (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

11.

9.5%

12. TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

HC, OO

NAME OF REPORTING PERSONS

1.

Steven B. Katznelson

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4.

Canada and United States of America

SOLE VOTING POWER

5.0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
	6.5,944,099

7. SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

8.  
5,961,598

9. AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

5,961,598

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10. (SEE INSTRUCTIONS)

0

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

11.

9.5%

12. TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

HC, IN



NAME OF REPORTING PERSONS

1.

Christopher Hinkel

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4.

United States of America

SOLE VOTING POWER

5. 1,000

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER 6.5,944,099
----------------------------------------------------------------------------------------	------------------------------------

7. SOLE DISPOSITIVE POWER

1,000

SHARED DISPOSITIVE POWER

8.  
5,961,598

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9.  
5,962,598

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10. (SEE INSTRUCTIONS)  
o

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

11.  
9.5%

TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

12.  
HC, IN

NAME OF REPORTING PERSONS

1.

Radcliffe Ultra Short Duration Master Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

5.0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6.5,464,054

7. SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

8.  
5,464,054

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9.  
5,464,054

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10. (SEE INSTRUCTIONS)  
o

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

11.  
8.7%

12. TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

PN

NAME OF REPORTING PERSONS

1.

Radcliffe Capital Investors, LLC

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware

SOLE VOTING POWER

5.0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SHARED VOTING POWER
	6.5,464,054

7. SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

8.  
5,464,054

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9.  
5,464,054

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

10. (SEE INSTRUCTIONS)  
o

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

11.  
8.7%

TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

12.  
OO

**Name of Issuer:**

**Item 1(a).** Iconix Brand Group, Inc.

**Address of Issuer's Principal Executive Offices:**

**Item 1(b).** 1450 Broadway 3<sup>rd</sup> Floor  
New York, NY 10018  
United States of America

**Item 2(a).** **Name of Person Filing:**

Radcliffe Capital Management, L.P.  
RGC Management Company, LLC  
Steven B. Katznelson  
Christopher Hinkel  
Radcliffe Ultra Short Duration Master Fund, L.P.  
Radcliffe Capital Investors, LLC

**Item 2(b).** **Address of Principal Business Office or, if none, Residence:**

50 Monument Road, Suite 300  
Bala Cynwyd, PA 19004  
United States of America

**Item 2(c).** **Citizenship:**

Radcliffe Capital Management, L.P. – Delaware, United States of America  
RGC Management Company, LLC – Delaware, United States of America  
Steven B. Katznelson – Canada and United States of America  
Christopher Hinkel – United States of America

Radcliffe Ultra Short Duration Master Fund, L.P. – Cayman Islands

Radcliffe Capital Investors, LLC – Delaware, United States of America

**Item 2(d). Title of Class of Securities:**

Common Stock, \$.001 par value

**Item 2(e). CUSIP Number:**

451055107

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

\_\_\_\_\_.



**Item 4. Ownership:**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

5,961,598 shares deemed beneficially owned by Radcliffe Capital Management, L.P.

5,961,598 shares deemed beneficially owned by RGC Management Company, LLC

(a) 5,961,598 shares deemed beneficially owned by Steven B. Katznelson

5,962,598 shares deemed beneficially owned by Christopher Hinkel

5,464,054 shares deemed beneficially owned by Radcliffe Ultra Short Duration Master Fund, L.P.

5,464,054 shares deemed beneficially owned by Radcliffe Capital Investors, LLC

Percent of class:

9.5% deemed beneficially owned by Radcliffe Capital Management, L.P.

9.5% deemed beneficially owned by RGC Management Company, LLC

(b) 9.5% deemed beneficially owned by Steven B. Katznelson

9.5% deemed beneficially owned by Christopher Hinkel

8.7% deemed beneficially owned by Radcliffe Ultra Short Duration Master Fund, L.P.

8.7% deemed beneficially owned by Radcliffe Capital Investors, LLC

(c) Number of shares as to which Radcliffe Capital Management, L.P. has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 5,944,099

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 5,961,598

Number of shares as to which RGC Management Company, LLC has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 5,944,099

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 5,961,598

Number of shares as to which Steven B. Katznelson has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 5,944,099
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 5,961,598

Number of shares as to which Christopher Hinkel has:

- (i) Sole power to vote or to direct the vote: 1,000
- (ii) Shared power to vote or to direct the vote: 5,944,099
- (iii) Sole power to dispose or to direct the disposition of: 1,000
- (iv) Shared power to dispose or to direct the disposition of: 5,961,598

Number of shares as to which Radcliffe Ultra Short Duration Master Fund, L.P. has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 5,464,054
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 5,464,054

Number of shares as to which Radcliffe Capital Investors, LLC has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 5,464,054
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 5,464,054

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following. o

Not applicable.

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person:**

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

With the exception of the securities reported in this Schedule 13G that are owned by the Radcliffe Ultra Short Duration Master Fund, L.P., none of Radcliffe Capital Management, L.P.'s advisory clients individually own more than 5% of the Issuer's outstanding common stock. It should also be noted that 21,700 of the total shares being reported for Radcliffe Capital Management, L.P. and RGC Management Company, LLC are not beneficially owned by Radcliffe Ultra Short Duration Master Fund, L.P. or any other advisory clients of Radcliffe Capital Management, L.P.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:**

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not applicable.

**Item 8. Identification and Classification of Members of the Group:**

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

Not applicable.

**Item 9. Notice of Dissolution of Group:**

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Not applicable.

**Item  
10. Certifications:**

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 5, 2018  
(Date)

Radcliffe  
Capital  
Management,  
L.P.\* /s/ Steven B. Katznelson  
Signature

By RGC  
Management  
Company,  
LLC,  
Steven B. Katznelson  
Managing Member

Its General  
Partner  
RGC  
Management  
Company,  
LLC\* /s/ Steven B. Katznelson  
Signature  
Steven B. Katznelson  
Managing Member

/s/ Steven B. Katznelson  
Signature  
Steven B.  
Katznelson\*

/s/ Christopher Hinkel  
Signature  
Christopher  
Hinkel\*

Radcliffe  
Ultra Short /s/ Steven B. Katznelson  
Signature

Duration

Master Steven B. Katznelson  
Fund, Managing Member  
L.P.\*

By  
Radcliffe  
Capital  
Investors,  
LLC,

Its General  
Partner

/s/ Steven B. Katznelson  
Signature

Radcliffe Steven B. Katznelson  
Capital Managing Member  
Investors,  
LLC\*

\*The Reporting Person specifically disclaims beneficial ownership of the securities reported herein, except to the extent of his or its pecuniary interest therein.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, *Provided, however*, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations**

(*see* 18 U.S.C. 1001).



**Exhibit A**

**Agreement**

The undersigned agree that this Schedule 13G dated March 5, 2018 relating to the Common Stock, \$.001 par value of Iconix Brand Group, Inc. shall be filed on behalf of the undersigned.

March 5, 2018  
(Date)

Radcliffe Capital Management, L.P.  
By RGC Management Company, LLC,  
Its General Partner

/s/ Steven B. Katznelson  
Signature

Steven B. Katznelson  
Managing Member

RGC Management Company, LLC

/s/ Steven B. Katznelson  
Signature

Steven B. Katznelson  
Managing Member

Steven B. Katznelson

/s/ Steven B. Katznelson  
Signature

Christopher Hinkel

/s/ Christopher Hinkel  
Signature

Radcliffe Ultra Short Duration Master Fund, L.P.

By Radcliffe Capital Investors, LLC,

/s/ Steven B. Katznelson

Signature

Its General Partner

Steven B. Katznelson

Managing Member

/s/ Steven B. Katznelson

Signature

Radcliffe Capital Investors, LLC

Steven B. Katznelson

Managing Member